

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO. 25796 FILED

AUG 25 05

2-13 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

August 19, 2005

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 29, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Mosaic Fertilizer LLC  
3033 Campus Drive, Suite E490  
Plymouth, MN 55441

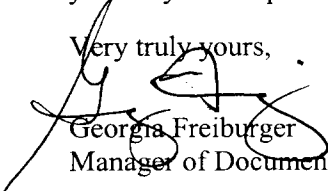
A description of the railroad equipment covered by the enclosed document is sixty-nine (69) 4750 cubic foot covered hopper cars, with FURX, NDYX and RUSX marks (see Exhibit A for number).

A short summary of the document to appear in the index follows:                      Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (347) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosure  
(MOSA001)

AUG 25 '05

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ASSGN. NO.: MOSA001

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29<sup>th</sup> day of June, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Mosaic Fertilizer, LLC ("Lessee"), a Delaware corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 29, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 1, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
Vice President Sales & MarketingBy: Theresa Catapano

Title: \_\_\_\_\_

Name: THERESA CATAPANOTitle: MGR. OF DOCUMENTATION Executed on this 29<sup>th</sup> day of JUNE, 2005

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

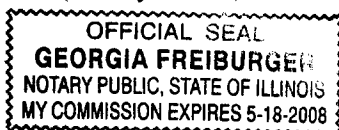
WITNESS my hand and official stamp or seal, this 29<sup>th</sup> day of June, 2005.

Georgia Freiburger  
Notary Public

Commission Expires:

5-2008

(Notary Public)



LESSEE:

MOSAIC FERTILIZER, LLC

ATTEST:

By: L.W. Stranghoener

Name: Larry W. Stranghoener

Title: ~~VP~~ VP & CFO

By: Robert J. Ponce

Name: Robert J. Ponce

Title: Assistant Secretary

Executed on this 24 day of June, 2005.

[CORPORATE SEAL]

STATE OF Minnesota

COUNTY OF Hennepin

I, Denise C. Clarke, a Notary Public of the County and State aforesaid, certify that Larry W. Stranghoener personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

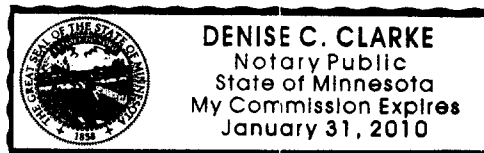
WITNESS my hand and official stamp or seal, this 24 day of June, 2005.

Denise C. Clarke

Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Sixty-nine (69)

DESCRIPTION OF CARS:    4750 cu. ft. covered hopper cars equipped with trough hatches and gravity outlets

CAR NUMBERS:

FURX 833261	NDYX 823706	NDYX 823814	NDYX 833239
NDYX 823645	NDYX 823711	NDYX 823823	NDYX 833241
NDYX 823646	NDYX 823718	NDYX 823829	NDYX 833258
NDYX 823651	NDYX 823723	NDYX 823837	RUSX 483338
NDYX 823652	NDYX 823729	NDYX 830191	RUSX 483395
NDYX 823659	NDYX 823733	NDYX 831246	RUSX 483403
NDYX 823661	NDYX 823738	NDYX 833102	RUSX 483408
NDYX 823664	NDYX 823744	NDYX 833110	RUSX 483430
NDYX 823665	NDYX 823751	NDYX 833131	RUSX 483446
NDYX 823668	NDYX 823764	NDYX 833136	RUSX 485032
NDYX 823673	NDYX 823768	NDYX 833147	RUSX 485758
NDYX 823682	NDYX 823774	NDYX 833171	RUSX 485769
NDYX 823695	NDYX 823782	NDYX 833179	RUSX 486617
NDYX 823696	NDYX 823787	NDYX 833187	RUSX 486620
NDYX 823697	NDYX 823788	NDYX 833191	RUSX 486654
NDYX 823699	NDYX 823803	NDYX 833195	Count: 69
NDYX 823704	NDYX 823806	NDYX 833219	
NDYX 823705	NDYX 823807	NDYX 833234	